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ACCOUNT NO. : 072100000032

REFERENCE : 406457 7129928

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 406457-005

CUSTOMER NO: 7129928

CUSTOMER: H. A. Cherradi, Cpa  
LERMAN & LERMAN  
5TH FLOOR, ROOM 101  
48 East Flagler Avenue

Miami, FL 33131

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-05/28/97--01064--024  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: CHERRADI, P.A.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: \_\_\_\_\_

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FILED IN FLORIDA

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MAY 28 1997

**ARTICLES OF INCORPORATION  
OF**

**CHERRADI, P.A.**

FILED  
97 MAY 28 PM 1:35

TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a Professional Corporation for profit pursuant to Chapter 621, and Section 607.0202, Florida Statutes.

**ARTICLE I.  
CORPORATE NAME**

The name of this Corporation: CHERRADI, P.A.

**ARTICLE II.  
MAILING ADDRESS OF CORPORATION**

1232 North Hiatus Road  
Pembroke Pines, Florida 33026

**ARTICLE III.  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be and is to engage in every aspect and phase of general accounting, tax and consulting services and any and all business permitted under Chapter 621 of the laws of the State of Florida. The Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of its professional services.

**ARTICLE IV.  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having par value of one dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI.**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

H. Alfred Cherradi  
1232 North Hiatus Road  
Pembroke Pines, Florida 33026

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VIII.**  
**INITIAL DIRECTORS**

The name of the initial director of this Corporation and his street address is:

H. Alfred Cherradi	1232 North Hiatus Road
	Pembroke Pines, Florida 33026

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX.**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

H. ALFRED CHERRADI  
1232 North Hiatus Road  
Pembroke Pines, Florida 33026

ARTICLE X.  
INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liability, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, all as stated in Chapter 621 of the Florida Statutes.

ARTICLE XI.  
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII.  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII.  
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 22 day of May, 1997.

  
H. ALFRED CHERRADI, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared H. Alfred Cherradi, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 22 day of May, 1997.

  
OFFICIAL NOTARY SEAL  
RENE L. MARQUES

NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC313245  
EXPIRATION DATE SEPT 7, 1999

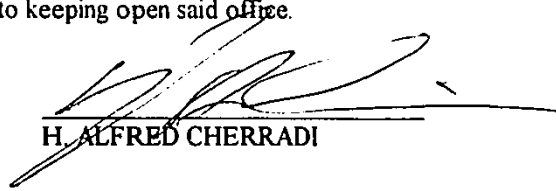
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Statutes:

That the CHERRADI, P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1232 North Hiatus Road, Pembroke Pines, Florida 33026, hereby appoints as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Section 607.0505 of the Florida Statutes relative to keeping open said office.

  
H. ALFRED CHERRADI

57 JUN 28 PM 1:35  
TALLAHASSEE, FLORIDA